

Sec/Coat/197

Date: 03.09.2018

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip Code: 539046

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
SYMBOL: MANAKCOAT

Sir,

Sub: Notice of 8th Annual General Meeting

Please find enclosed herewith a copy of the Notice dated 14th August, 2018 convening the 8th Annual General Meeting of the Company on Thursday, the 27th September, 2017 at 02:30 p.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata – 700027.

This may be treated as compliance of Regulation 30 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully

For Manaksia Coated Metals & Industries Limited



(Sailja Gupta)
Company Secretary & Compliance Officer
Membership No.: A50063



Encl: As above



Corporate Identity Number: L27100WB2010PLC144409
Regd. Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001
Phone No.: 91-33-22310050; Fax No.: 91-33-22300336
Email: infomcmil@manaksia.com; Website: www.manaksia.com

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th (Eighth) Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 27th September, 2018 at 2:30 p.m. at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata- 700 027 to transact the following business(es):

Ordinary Business:

1. To consider and adopt:
 - a. the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors' and Auditors' thereon.
 - b. the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Anirudha Agrawal (DIN: 06537905), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mahabir Prasad Agrawal (DIN: 00524341), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Sushil Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Karan Agrawal (DIN: 05348309), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Karan Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Anirudha Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to appoint of Mr. Debasis Banerjee (DIN: 08164196) as Whole-time Director of the Company, for the period of 3 (Three) years with effect from 2nd August, 2018, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Debasis Banerjee.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. 000257), of ₹ 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata - 700 001
Date : 14th August, 2018

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**
Sailja Gupta
Company Secretary
Membership No. A50063

NOTES :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED/ATTACHED WITH THIS NOTICE.
- (2) IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- (3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- (4) Members/ Proxies should bring the Attendance Slip duly signed as per the specimen signature recorded with the Company together with their copies of Annual Report to the Meeting for admission into the Meeting Hall.
- (5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (7) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
- (8) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- (9) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
- (10) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- (11) Corporate members intending to send their authorized representatives(s) to attend the Meeting are requested to send the Company/Registrar & Share Transfer Agent, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013 (as amended) (the "Act"), / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
- (12) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 21st September, 2018 to Thursday, the 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- (13) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 10th September, 2014.
- (14) Details of Director retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the 'Annexure' to the Notice.
- (15) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. Information on the Director proposed to be re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.

- (16) In accordance with the amendments to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI vide its Notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, to be made effective from 5th December, 2018, SEBI has revised the provisions relating to transfer of listed securities and decided that except for transmission and transposition cases, requests for effecting transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. The measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.

- (17) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent (R&T) in respect of shares held in physical form.
- (18) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, persons, who hold Equity Shares of Company in physical mode and whose ledger folios do not have / have incomplete details with regard to their Income Tax Permanent Account Number (PAN) and Bank Account particulars are required to compulsorily furnish such details to the Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd for registration in their folio.
- (19) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
- (20) Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Private Limited, if not registered with the Company as mandated by SEBI.
- (21) As per the provisions of the Section 72 of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation /cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company.
- (22) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (23) Members holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
- (24) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- (25) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members

holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.

- (26) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310050; Email: investorrelmcmil@manaksia.com).
- (27) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, except Saturdays, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice of the 8th Annual General Meeting along with requisite documents and the Annual Report for the Financial Year ended March 31, 2018 shall also be available on the Company's website, **www.manaksia.com**.
- (28) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (29) Members desiring any information on the Audited Accounts and business operations of the Company for the Financial Year 2017-18 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (30) Members holding shares in Electronic/Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (31) Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report 2017-18 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
- (32) A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2017-18 will also be available on the website of the Company (**www.manaksia.com**) for download.
- (33) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
- (34) **Voting through electronic means:**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending

the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to change or cast their vote again.
- IV. The remote e-voting period shall commence on Monday, the 24th September, 2018 (9:00 a.m.) and end on Wednesday, the 26th September, 2018 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, the 20th September, 2018, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- VI. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkandco@vinokothari.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, the 20th September, 2018. In case of joint holders, only one of the joint holders may cast his vote.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 20th September, 2018 may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **kolkata@linkintime.co.in**.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of Thursday, 20th September, 2018 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- X. M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, not later 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.manaksia.com** and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office:
Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata - 700 001
Date : 14th August, 2018

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**
Sailja Gupta
Company Secretary
Membership No. A50063

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4, 5, 6, 7 & 8 of the accompanying Notice dated 14th August, 2018.

Item No. 4

The members of the Company in the Annual General Meeting of the Company held on 22nd September, 2017 have approved re-appointment of Mr. Sushil Kumar Agrawal as Managing Director of the Company from 23rd November, 2017 for a period of 3 (Three) years. The members have also approved the remuneration payable to Mr. Sushil Kumar Agrawal, Managing Director of the Company with liberty to the Board of Directors (the "Board") to mutually alter and vary the terms and conditions of the said appointment.

Subsequently, looking at the ability, expertise and contribution of Mr. Sushil Kumar Agrawal, based on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee, the Board of Directors in its meeting held on 22nd November, 2017 have approved revision in the terms and conditions of appointment of Mr. Sushil Kumar Agrawal to the effect of increase in remuneration from ₹ 7,00,000/- to ₹10,50,000/- per month with effect from 1st December, 2017, for the remaining period of his tenure as Managing Director, subject to the approval of shareholders of the Company. All other terms and conditions of appointment of Mr. Sushil Kumar Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Sushil Kumar Agrawal, Managing Director for the approval by the shareholders of the Company.

Disclosure required under Section 196(4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Sushil Kumar Agrawal and his relatives is provided below:

Name of Directors/KMP/Relatives	Extent of shareholding in the Company (%)
Sushil Kumar Agrawal	20.11
Mahabir Prasad Agrawal	10.72
Sunil Kumar Agrawal	18.89
Kanta Devi Agrawal	0.74
Shailaja Agrawal	0.76
Karan Agrawal	2.74
Devansh Agrawal	1.14
Tushar Agrawal	1.10
Mahabir Prasad Agrawal (HUF)	0.71
Sunil Kumar Agrawal (HUF)	0.60
Sushil Kumar Agrawal (HUF)	0.52

Except Mr. Sushil Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution as set out at Item No. 4 except to the extent of their shareholding.

Item No. 5

The members of the Company in the Annual General Meeting of the Company held on 22nd September, 2017 have approved re-appointment of Mr. Karan Agrawal as Whole-time Director of the Company from 17th November, 2017 for a period of 3 (Three) years. The members have also approved the remuneration payable to Mr. Karan Agrawal, Whole-time Director of the Company with liberty to the Board of Directors (the "Board") to mutually alter and vary the terms and conditions of the said appointment.

Subsequently, looking at the ability, expertise and contribution of Mr. Karan Agrawal, based on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee, the Board of Directors in its meeting held on 22nd November, 2017 have approved revision in the terms and conditions of appointment of Mr. Karan Agrawal to the effect of increase in remuneration from ₹ 6,50,000/- to ₹10,00,000/- per month with effect from 1st December, 2017, for the remaining period of his tenure as Whole-time Director, subject to the approval of shareholders of the Company. All

other terms and conditions of appointment of Mr. Karan Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Karan Agrawal, Whole-time Director for the approval by the shareholders of the Company.

Disclosure required under Section 196(4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Karan Agrawal and his relatives is provided below:

Name of Directors/KMP/Relatives	Extent of shareholding in the Company (%)
Karan Agrawal	2.74
Sushil Kumar Agrawal	20.11
Shailaja Agrawal	0.76
Tushar Agrawal	1.10
Devansh Agrawal	1.14
Sushil Kumar Agrawal (HUF)	0.52

Except Mr. Karan Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution as set out at Item No. 5 except to the extent of their shareholding.

Item No. 6

The members of the Company in the Annual General Meeting of the Company held on 22nd September, 2017 have approved re-appointment of Mr. Anirudha Agrawal as Whole-time Director of the Company from 17th November, 2017 for a period of 3 (Three) years. The members have also approved the remuneration payable to Mr. Anirudha Agrawal, Whole-time Director of the Company with liberty to the Board of Directors (the "Board") to mutually alter and vary the terms and conditions of the said appointment.

Subsequently, looking at the ability, expertise and contribution of Mr. Anirudha Agrawal, based on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee, the Board of Directors in its meeting held on 22nd November, 2017 have approved revision in the terms and conditions of appointment of Mr. Anirudha Agrawal to the effect of increase in remuneration from ₹ 6,50,000/- to ₹ 10,00,000/- per month with effect from 1st December, 2017, for the remaining period of his tenure as Whole-time Director, subject to the approval of shareholders of the Company. All other terms and conditions of appointment of Mr. Anirudha Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Anirudha Agrawal, Whole-time Director for the approval by the shareholders of the Company.

Disclosure required under Section 196(4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Anirudha Agrawal and his relatives is provided below:

Name of Directors/KMP/Relatives	Extent of shareholding in the Company (%)
Anirudha Agrawal	6.14
Sunil Kumar Agrawal	18.89
Manju Agrawal	0.74
Sunil Kumar Agrawal (HUF)	0.60

Except Mr. Anirudha Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution as set out at Item No. 6 except to the extent of their shareholding.

Item No. 7

Mr. Debasis Banerjee was appointed as Whole-time Director of the Company on 2nd August, 2018. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on 2nd August, 2018 appointed him as Whole-time Director of the Company for a period of 3 (Three) years

with effect from 2nd August, 2018, subject to the approval of the members.

The main terms and conditions of appointment of Mr. Debasis Banerjee (hereinafter referred to as Whole-time Director) are given below:

1. The Company appoints Mr. Debasis Banerjee as Whole-time Director of the Company for a period of 3 (Three) years commencing from 2nd August, 2018, on the terms and conditions hereinafter expressed which Mr. Debasis Banerjee accepts.
2. Mr. Debasis Banerjee shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Debasis Banerjee shall be entitled to receive a remuneration not exceeding ₹9,50,000/- per annum as may be mutually decided between Mr. Debasis Banerjee and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: Where in any financial year during the currency of the tenure as whole- time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc as Minimum remuneration subject to the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.
5. Mr. Debasis Banerjee shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Debasis Banerjee such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
7. Mr. Debasis Banerjee shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold the office of Director for any cause.
8. Mr. Debasis Banerjee shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The appointment may be terminated by either party by giving 3 (Three) months' notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of appointment including remuneration of the Whole-time Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Debasis Banerjee as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Debasis Banerjee as Whole-time Director for the approval by the shareholders of the Company.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to this Notice.

Mr. Debasis Banerjee nor his relatives hold any equity shares in the Company.

Except Mr. Debasis Banerjee, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 7

Item No. 8

The Board of Directors on the recommendation of Audit Committee at its meeting held on 30th May, 2018 has appointed M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No.000257), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March, 2019 and has authorized Managing Director to mutually decide